

Nov. 22. 2011 9:01AM

Najmy Thompson P.L.

No. 9584 P. 1

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N96000000098

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
COUNTRY CLUB/EDGEWATER VILLAGE ASSOCIATION, INC.**

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11/18/2011 8:42:00 AM

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Fax Serve

No. 9584 P. 9



November 18, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

COUNTRY CLUB/EDGEWATER VILLAGE ASSOCIATION, INC.  
8175 LAKEWOOD RANCH BLVD.  
LAKEWOOD RANCH, FL 34202

SUBJECT: COUNTRY CLUB/EDGEWATER VILLAGE ASSOCIATION, INC.  
REF: N9600000098

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell  
Regulatory Specialist II

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
COUNTRY CLUB/EDGEWATER VILLAGE ASSOCIATION, INC.  
DOCUMENT NUMBER N96000000098**

Pursuant to Section 617.1007, Florida Statutes, the Corporation desires to amend and restate its Articles of Incorporation, the original Articles having been filed with the Department of the State of Florida on January 5, 1996, under Document Number N96000000098.

1. The name of this Corporation is Country Club/Edgewater Village Association, Inc.

2. The date of the adoption of the attached Amended and Restated Articles of Incorporation was the 22nd day of March, 2011.

3. The Articles of Incorporation were Amended and Restated as the attached Amended and Restated Articles of Incorporation of County Club/Edgewater Village Association, Inc., and the attached Amended and Restated Articles of Incorporation supersede the original articles of incorporation and all amendments.

4. Membership approval is required for amendments to the Articles of Incorporation. Pursuant to Article VIII of the Articles of Incorporation, the attached Amended and Restated Articles of Incorporation were proposed by a majority of the Board of Directors, and adopted by not less than sixty-six and two-thirds percent (66 2/3 %) of the total votes of the Voting Members. The Amended and Restated Articles of Incorporation were proposed and adopted pursuant to Section 617.1002, Florida Statutes, and in accordance with the Association's governing documents.

IN WITNESS WHEREOF, the undersigned authorized officer of the Association signed this certificate adopting the Amended and Restated Articles of Incorporation on this 9th day of June, 2011.

Signed, sealed and delivered  
in the presence of:

Country Club/Edgewater Village Association, Inc.  
a Florida not-for-profit corporation

Print Name: Teresa Kerzner

Print Name: Gynthia Wills

By: Saul E. Roca  
Print Name: Edward E. Richards its President

**Exhibit "A"**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF COUNTRY CLUB/EDGEWATER VILLAGE ASSOCIATION, INC.**

The Country Club / Edgewater Village Association, Inc., has adopted these Amended and Restated Articles of Incorporation. The Original Articles of Incorporation were filed with the state of Florida on January 5, 1996.

**ARTICLE I**  
**NAME; PRINCIPAL OFFICE OF ASSOCIATION**

The name of the corporation shall be COUNTRY CLUB/EDGEWATER VILLAGE ASSOCIATION, INC., which is hereinafter referred to as "the Association". The principal office of the Association shall be 8175 Lakewood Ranch Blvd., Lakewood Ranch, Florida 34202, unless otherwise determined by the Board of Directors.

**ARTICLE II**  
**PURPOSES AND POWERS**

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants for Country Club/Edgewater Village, recorded in Book 1489, Page 6834 in the Public Records of Manatee County, Florida, as may be amended and/or supplemented from time to time (the "Declaration"). All of the definitions set forth in the Declaration are hereby incorporated herein by this reference. The further objects and purposes of the Association are to preserve the values and amenities in The Properties and to maintain the Common Areas thereof for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been made (which may be an affiliate of the Declarant, as hereinafter defined) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration including, without limitation, the power to borrow money for Association purposes. The Association shall also have all of the powers necessary to implement

the purposes of the Association as set forth in the Declaration and to provide for the general welfare of its membership.

**ARTICLE III**  
**MEMBERS**

**Section 1. Membership.** Every person or entity who or which is a record owner of a fee or undivided fee interest in any Lot or Tract which is subject to the Declaration shall be a Member of the Association, provided that any such person or entity who merely holds record ownership merely as security for the performance of an obligation shall not be a Member of the Association.

**Section 2. Voting Rights.** The votes of the Members of the Association shall be cast by their Voting Members as follows and as set forth in the By-laws:

Members located in a specific Neighborhood shall be entitled to elect from among themselves a Neighborhood Committee in accordance with the By-Laws, which shall then elect one (1) Voting Member to have and cast one (1) vote in all Association matters for each Lot in the Neighborhood from which the Voting Member is elected. The first election and subsequent elections of such Voting Member shall be conducted at the times and in the manner provided in the Association's By-Laws.

In the event that there is a mandatory membership association for a Neighborhood (e.g., a condominium association), its Board of Directors shall serve as its Neighborhood Committee and its size, election procedures, terms of office and the like shall be governed by its own Articles of Incorporation and By-Laws rather than hereby.

In the event that Mortgagee or other party acquires title to a Lot or Tract through foreclosure or deed in lieu of foreclosure, such party shall have the membership last held by the owner of Lot or Tract to which title was so acquired.

**Section 3. Meetings of Voting Members.** The By-Laws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall be the percentage as set forth in the By-laws.

**Section 4. General Matters.** When reference is made herein, or in the Declaration, By-Laws, rules and regulations, management contracts, or otherwise, to a majority or specific percentage of the Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which quorum exists) and not of the Members themselves (or their Lots) or of the individual Voting Members themselves.

**ARTICLE IV**  
**CORPORATE EXISTENCE**

The Association shall have perpetual existence. Nevertheless, upon any dissolution of the Association, the disposition of the Common Areas shall be governed by the Declaration.

**ARTICLE V**  
**BOARD OF DIRECTORS**

**Section 1. Management by Directors.** The property, business and affairs of the Association shall be managed and conducted by a Board of Directors of no fewer than three (3) nor more than nine (9) members as determined per Section 2, below.

**Section 2. Election of Directors.** Except as otherwise provided herein, directors shall be elected by the Voting members of the Association at the annual meeting of the Voting Members as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors.

**Section 3 Vacancies.** If a director shall for any reason cease to be a director, the remaining Directors shall elect a successor to fill the vacancy for the balance of the unexpired term.

**Section 4 Term of Office.** Directors shall serve terms as set forth in the By-laws or until their successors are duly elected and have qualified.

**ARTICLE VI**  
**OFFICERS**

**Section 1. Officers Provided For.** The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

**Section 2. Election and Appointment of Officers.** The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice-President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

**ARTICLE VII**  
**BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

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**ARTICLE VIII**  
**AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes. The vote required to amend these shall be by not less than 60% of the votes of all members of the Association represented at a meeting of Voting Members, and further provided that the total number of votes that are cast by the Voting Members represent not less than a majority of the voting interests in the Association.

Section 2. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided by Florida law. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 3. In case of any conflict between these Article of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the original Incorporator of this Corporation is

Name

Address

Roger F. Postlethwaite

7750 Lorraine Road  
Bradenton, Florida 34202

**ARTICLE X**  
**INDEMNIFICATION**

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer, committee member or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had

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reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee, committee member or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee, committee member or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, committee member or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

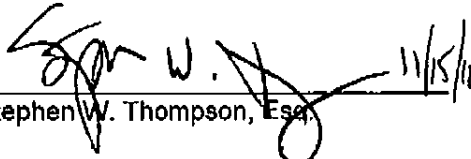
Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 6. The provisions of this Article X shall not be amended so as to impair any accrued right of indemnification.

#### ARTICLE XI REGISTERED AGENT

Until otherwise determined by the Board of Directors, the Association's registered agent shall be Stephen W. Thompson, Esq., at the office of the law firm of Najmy Thompson, P.L., located at 1401 8th Avenue West, Bradenton, FL 34205.

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company.

  
Stephen W. Thompson, Esq.

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**CERTIFICATE OF AMENDMENT**

The undersigned officer of the Country Club/Edgewater Village Association, Inc., a Florida corporation not-for-profit, does hereby certify that the foregoing Amended and Restated Articles of Incorporation of the Country Club/Edgewater Village Association, Inc., were duly proposed and approved by the requisite number of Voting Members in accordance with the Association's governing documents and Florida law.

IN WITNESS WHEREOF, the Board of Directors of Association has caused these Articles to be signed in its name this 9 day of June, 2011.

Signed, sealed and delivered

COUNTRY CLUB/EDGEWATER VILLAGE  
ASSOCIATION, INC.

Witnesses to President's signature

By: Edward E. Richardson

Print Name: Edward E. Richardson  
As Its President

Teresa E. Kerzner

Print Name: Teresa E. Kerzner

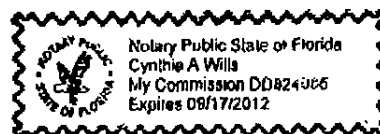
Cynthia A. Wills

Print Name: Cynthia Wills

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of June, 2011  
by Edward Richardson President of the Country Club/Edgewater Village He/She is personally  
known to me or has produced \_\_\_\_\_ (type of identification).

Cynthia A. Wills  
Notary Public, State of Florida



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